Atlas Resource Partners, L.P. Form 4

March 01, 2012

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Units

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Atlas Energy, L.P.

(Middle) (First)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Atlas Resource Partners, L.P. [ARP]

3. Date of Earliest Transaction

02/28/2012

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

X 10% Owner Other (specify

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Month/Day/Year) PARK PLACE CORPORATE

DRIVE, SUITE 400

(Street)

(State)

CENTER ONE, 1000 COMMERCE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PITTSBURGH, PA 15275

		Tuble 1 Tron Berrative Securities required, Disposed of, or Beneficiary 6 when							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired (.	A) 5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)	Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership	
						Following	or Indirect	(Instr. 4)	
					(4)	Reported	(I)		
					(A)	Transaction(s)	(Instr. 4)		
			C 1 W		or or	(Instr. 3 and 4)			
~			Code V	Amount	(D) Pri	ce			
Common	02/28/2012		<u>J(1)</u>	5,237,514	D (1)	20,962,486	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Atlas Resource Partners, L.P. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable Date	11110	of			
				Code V	(A) (D)				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Atlas Energy, L.P. PARK PLACE CORPORATE CENTER ONE 1000 COMMERCE DRIVE, SUITE 400 PITTSBURGH, PA 15275		X				

# **Signatures**

Lisa Washington, 03/01/2012 Secretary

\*\*Signature of Reporting Date

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

After the close of trading on March 13, 2012, the reporting person intends to distribute on a pro rata basis approximately 5.24 million common units of the issuer held by it to the reporting person's unitholders of record as of the close of business on February 28, 2012, on

(1) the basis of 0.1021 of a common unit of the issuer for each common unit of the reporting person outstanding as of the record date, as described in more detail in the information statement included in the registration statement on Form 10 filed by the issuer with the U.S. Securities and Exchange Commission.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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